

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF TEXAS

United States Courts
Southern District of Texas
FILED

OCT 30 2009

IN RE: HAWK FREIGHT LOGISTICS, LLC
DEBTOR

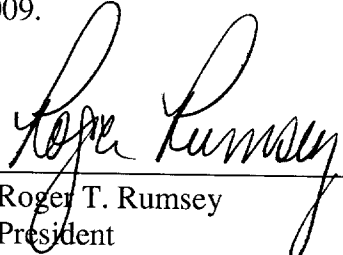
CASE NO.: 09-37651
CHAPTER: 11

Clerk of Court

DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Roger T. Rumsey, President named as the debtor in this case, declare under penalty of perjury that the documents attached are true copies of the original documents show transfer of assets and liabilities as well as ownership of the company. This statement is true and correct to the best of my information and belief.

Executed on this the 22nd day of October, 2009.



Roger T. Rumsey
President

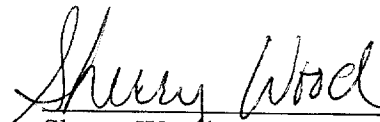
Bill of Sale of Business

The undersigned seller, Sherry Wood, ("seller") in consideration of the payment for the sum of \$10.00 Ten Dollars, the receipt of which is hereby acknowledged, does hereby sell, transfer, convey, and assign to Hawk Freight Logistics, LLC ("buyer") and its successors and assigns:

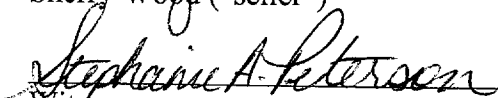
1. All the goods and chattels, property and effects, all accounts receivables and payables along with any other liability or asset that the undersigned may have encountered that is apparent now or that may become apparent in the future; and
2. The whole of the good will of the trucking and/or freight business formerly owned by the undersigned which is the subject of this sale.
3. All interest to the following goods and chattels are summarized below and may include but are not limited to the items listed. Some items may or may not have been included in the list and may or may not have any value:

- | | |
|-----------------------------|---|
| a. Inventory | \$0.00 |
| b. Fixtures and Equipment | \$0.00 |
| c. cash receivables | \$120,000.00 +/- (approximately) |
| d. Licenses and Authorities | \$0.00 (all transferable and paid by buyer) |
| e. Domain Names | \$0.00 |
| f. all payables | \$120,000.00 +/- (approximately) |
| g. all bank accounts | \$10,000.00 +/- (approximently) |

The undersigned warrants that said goods and chattels are free and clear of all encumbrances and if not that those encumbrances have been fully disclosed, that it has full right and title to sell the same, and that it will warrant and defend the same against the claims and demands of all persons.


Sherry Wood ("seller")

4-3-09
Date


Witness

April 3, 2009
Date


Witness 2

4-3-09
Date

OFFICE OF
BEVERLY B. KAUFMAN
COUNTY CLERK
HARRIS COUNTY, TEXAS

1076416
04/17/2009 PERSONAL
\$14.00 ASM WD NTK

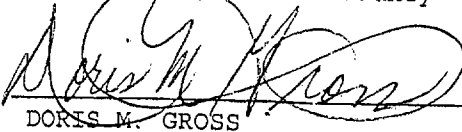
RECEIPT OF WITHDRAWAL OF AN ASSUMED NAME

This is to acknowledge that a withdrawal notice of an Assumed Name was filed in my office for HAWK LOGISTICS, under the file number as shown on the cash register validation above. The notice shows

WOOD SHERRY

to be the owner(s) withdrawing from said business.

Beverly B. Kaufman
County Clerk, Harris County



DORIS M. GROSS

Deputy



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

1200 New Jersey Ave., S.E.
Washington, DC 20590

SERVICE DATE
May 11, 2009

DECISION

MC-618886-P
SHERRY WOOD
D/B/A HAWK LOGISTICS
HOUSTON, TX

DISCONTINUANCE OF REVOCATION PROCEEDING

By decision of the U.S. Department of Transportation, entered April 13, 2009, an investigation under 49 U.S.C. § 14701(a) was instituted to decide whether, in accordance with 49 U.S.C. § 13905, the operating rights registration specified above should be revoked for failure to comply with the requirements of 49 U.S.C. § 13906 and 49 CFR 387. The Federal Motor Carrier Safety Administration notified the above-named transportation entity that failure to respond or comply with the terms of the decision would result in revocation of its authority registration, effective 30 days after the date the decision was served.

Evidence of compliance with the statute and insurance regulations has been received.

It is ordered:

The decision entered April 13, 2009 is vacated and set aside, and the proceeding instituted under 49 U.S.C. § 14701(a) is **DISCONTINUED**.

Decided: May 11, 2009

By the Federal Motor Carrier Safety Administration.

Loretta Bitner, Chief
Commercial Enforcement Division

IRID



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

1200 New Jersey Ave., S.E.
Washington, DC 20590

SERVICE DATE

May 18, 2009

DECISION

MC-618886

SHERRY WOOD

D/B/A HAWK LOGISTICS

HOUSTON, TX

REENTITLED

HAWK FREIGHT LOGISTICS, LLC

D/B/A HAWK LOGISTICS

On May 12, 2009, applicant filed a request to have the Federal Motor Carrier Safety Administration's records changed to reflect a name change.

It is ordered:

The Federal Motor Carrier Safety Administration's records are amended to reflect the carrier's name as HAWK FREIGHT LOGISTICS, LLC, D/B/A HAWK LOGISTICS.

Within 30 days after this decision is served, the applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for property broker security and BOC-3 for designation of agents upon whom process may be served) submitted on its behalf. Copies of Form MCS-90 or other "certificates of insurance" are not acceptable evidence of insurance compliance. Insurance and BOC-3 filings should be sent to Federal Motor Carrier Safety Administration, 1200 New Jersey Ave., S.E., Washington, DC 20590.

The applicant is notified that failure to comply with the terms of this decision shall result in revocation of its operating rights registration, effective 30 days from the service date of this decision.

To verify that the applicant is in full compliance, call (202)358-7000 or visit our web site at: <http://li-public.fmcsa.dot.gov>. Any other questions regarding the action taken should be directed to (202)366-9805.

Decided: May 13, 2009

By the Federal Motor Carrier Safety Administration

Kathy Weiner, Chief
Information Systems Division

NCA

ASSUMED NAME CERTIFICATE
(State)

FILED
In the Office of the
Secretary of State of Texas

APR 16 2009

Corporations Section

THE STATE OF TEXAS

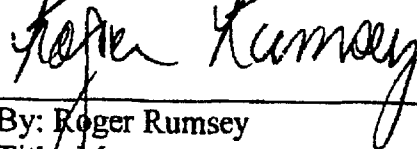
COUNTY OF HARRIS

That the undersigned Registrant, whether one or more, for the purpose of complying with Chapter 36, Title 4, Business and Commerce Code of the State of Texas, does hereby certify to the following facts:

1. The name of the Company is Hawk Freight Logistics, L.L.C.
2. The assumed name under which such business or professional services are or are to be conducted is Hawk Logistics.
3. The period, not to exceed ten years, during which the assumed name will be used is ten years.
4. The principal office address is 20715 Deauville Drive, Spring, Texas 77388. The residence address of the registered office is 20715 Deauville Drive, Spring, Texas 77388. The registered agent at such registered office and such address is Roger Rumsey.
5. The business that is conducted in the county under such assumed name is being conducted as a Company. The county or counties where the business or professional services are being or are to be conducted or rendered under such assumed names is Harris County.

EXECUTED to be effective the 4th day of April, 2009.

HAWK FREIGHT LOGISTICS, L.L.C.,
a Texas limited liability company

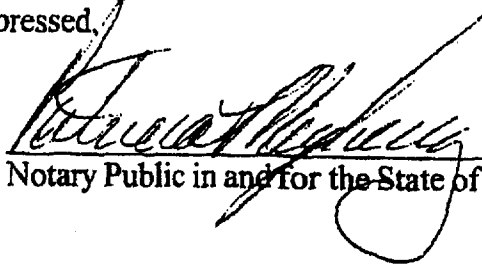


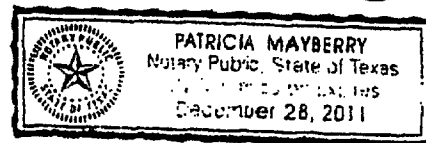
By: Roger Rumsey
Title: Manager

THE STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, on this 4 day of April, 2009, personally appeared Roger Rumsey, Manager of Hawk Freight Logistics, L.L.C., a Texas limited liability company, on behalf of said Company and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.


Notary Public in and for the State of Texas



OFFICE OF
BEVERLY B. KAUFMAN
COUNTY CLERK
HARRIS COUNTY, TEXAS

1076415
04/17/2009 PERSONAL
\$15.00 ASSUM NTRY

This is to acknowledge receipt of certificate of operation under Assumed Name which was filed in my office for

HAWK LOGISTICS

under the file number as shown on the cash register validation above, and indexed in the Assumed Name Records as prescribed by law.

The certificate shows

HAWK FREIGHT LOGISTICS, L.L.C.

to be the owner(s) of said business.

The period (not to exceed 10 years) during which the assumed name will be used is shown as APRIL 17, 2009 through APRIL 17, 2019.

Whenever there is a change of ownership, a withdrawal certificate shall be executed and duly acknowledged by the person or persons so withdrawing from or disposing of their interest in said business. Until such certificate has been filed, they shall remain liable for all debts incurred in the operation of said business.

Beverly B. Kaufman
County Clerk, Harris County


DORIS M. GROSS

Deputy



Office of the Secretary of State

CERTIFICATE OF FILING OF

Hawk Freight Logistics, L.L.C.
File Number: 801108243

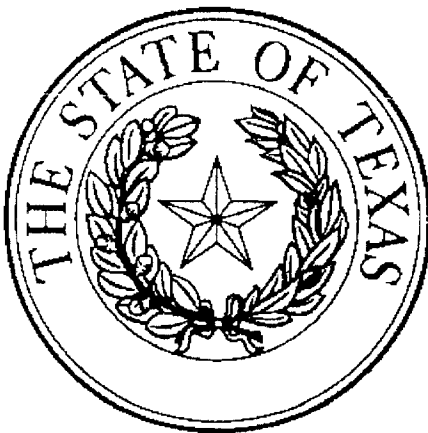
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/08/2009

Effective: 04/08/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

COPY

CERTIFICATE OF FORMATION

OF

HAWK FREIGHT LOGISTICS, L.L.C.

FILED
In the Office of the
Secretary of State of Texas

APR 08 2009

Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such limited liability company.

ARTICLE ONE

The entity formed is a limited liability company. The name of the limited liability company is Hawk Freight Logistics, L.L.C.

ARTICLE TWO

The period of duration of this limited liability company is perpetual from the date of the filing of this Certificate of Formation with the Secretary of State or until the earlier termination of the limited liability company in accordance with the provisions of the Company Agreement.

ARTICLE THREE

The purpose for which the limited liability company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Texas Business Organizations Code, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

ARTICLE FOUR

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote or a fraction of one vote per one percent of membership interest or fraction of membership interest owned by the member.

Cumulative voting is not allowed.

Preemptive rights do not exist.

ARTICLE FIVE

The street address of the initial registered office of the limited liability company is Roger Rumsey and the name of its registered agent at such address is. The address of the principal place of business is 20715 Deauville Drive, Spring, Texas 77388.

ARTICLE SIX

The limited liability company shall be managed by a manager or managers. The number of initial Managers is one (1) initial manager, and the name and address of the person who is to serve as Manager until the first annual meeting of the Members or until his successor is elected and qualified is as follows:

Roger Rumsey
20715 Deauville Drive
Spring, Texas 77388

ARTICLE SEVEN

The name and address of the organizer is: Roger Rumsey, 20715 Deauville Drive, Spring, Texas 77388.

ARTICLE EIGHT

The initial Company Agreement will be adopted by the Managers. The powers to alter, amend, or repeal the Company Agreement or adopt a new Company Agreement is vested in the Members, and the Managers shall not have the right to alter, amend, or repeal the Company Agreement or adopt a new Company Agreement.

ARTICLE NINE

To the full extent permitted by Texas law, no Manager of the limited liability company shall be liable to the limited liability company or its Members for monetary damages for an act or omission in such Manager's capacity as a Manager of the limited liability company, except that this Article does not eliminate or limit the Liability of a Manager to the extent the Manager is found liable for (i) a breach of the Manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Manager received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Manager's office; or (iv) an act or omission for which the Liability of a Manager is expressly provided by an applicable statute. Any repeal or

amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the Liability of a Manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the Manager of the Company is not liable as set forth in the preceding sentences, the Manager shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the Liability of a Manager or of a director of a corporation. The foregoing elimination of the liability to the limited liability company or its Members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a Manager may be entitled under any other provision of the Certificate of Formation or the Company Agreement of the limited liability company, contract or agreement, vote of Members and/or disinterested Managers of the limited liability company, or otherwise.

ARTICLE TEN

Any action required by the Texas Business Organizations Code, and any amendments thereto, to be taken at any annual or special meeting of Members of the limited liability company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Texas Business Organizations Code, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Texas Business Organizations Code.

Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE ELEVEN

The membership interest of the limited liability company will be subject to restrictions on its transferability as set out in the Company Agreement of the limited liability company, which Company Agreement will be kept with the records of the limited liability company. The limited liability company will provide a copy of the Company Agreement without charge to any record holder of a membership interest upon written request addressed to the limited liability company at its principal business office or its registered agent's address.

ARTICLE TWELVE

This Certificate of Formation may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of members owning fifty-one percent (51%) in interest of the membership interests in the Company then outstanding.

ARTICLE THIRTEEN

This document becomes effective when the document is filed with the Texas Secretary of State.

The undersigned signs this documents subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

April 8, 2009

Roger Rumsey
Roger Rumsey, Organizer